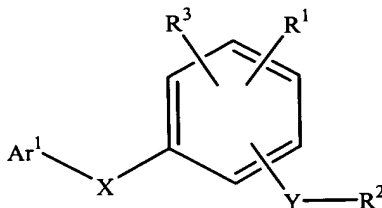


WHAT IS CLAIMED IS:

1. A compound having the formula:



wherein

Ar^1 is a substituted or unsubstituted aryl;

X is a divalent linkage selected from the group consisting of (C_1-C_6) alkylene, (C_1-C_6) alkylenoxy, (C_1-C_6) alkylenamino, (C_1-C_6) alkylene- $S(O)_k$ -, $-O$ -, $-C(O)$ -, $-N(R^{11})$ -, $-N(R^{11})C(O)$ -, $-S(O)_k$ - and a single bond,

wherein

R^{11} is a member selected from the group consisting of hydrogen, (C_1-C_8) alkyl, (C_2-C_8) heteroalkyl and aryl (C_1-C_4) alkyl; and the subscript k is an integer of from 0 to 2;

Y is a divalent linkage selected from the group consisting of alkylene, $-O$ -, $-C(O)$ -, $-N(R^{12})$ -, $-S(O)_m$ -, $-N(R^{12})$ -, $-S(O)_m$ -, $-N(R^{13})$ -, $-N(R^{12})C(O)$ -, $-S(O)_n$ - and a single bond,

wherein

R^{12} and R^{13} are members independently selected from the group consisting of hydrogen, (C_1-C_8) alkyl, (C_2-C_8) heteroalkyl and aryl (C_1-C_4) alkyl; and the subscripts m and n are independently integers of from 0 to 2;

R^1 is a member selected from the group consisting of hydrogen, (C_2-C_8) heteroalkyl, aryl, aryl (C_1-C_4) alkyl, halogen, cyano, nitro, (C_1-C_8) alkyl, (C_1-C_8) alkoxy, $-C(O)R^{14}$, $-CO_2R^{14}$, $-C(O)NR^{15}R^{16}$, $-S(O)_p$ -, $-S(O)_q$ -, $NR^{15}R^{16}$, $-O-C(O)-OR^{17}$, $-O-C(O)-R^{17}$, $-O-C(O)-NR^{15}R^{16}$, $-N(R^{14})-C(O)-NR^{15}R^{16}$, $-N(R^{14})-C(O)-R^{17}$ and $-N(R^{14})-C(O)-OR^{17}$;

wherein

R^{14} is a member selected from the group consisting of hydrogen, (C_1-C_8) alkyl, (C_2-C_8) heteroalkyl, aryl and aryl (C_1-C_4) alkyl;

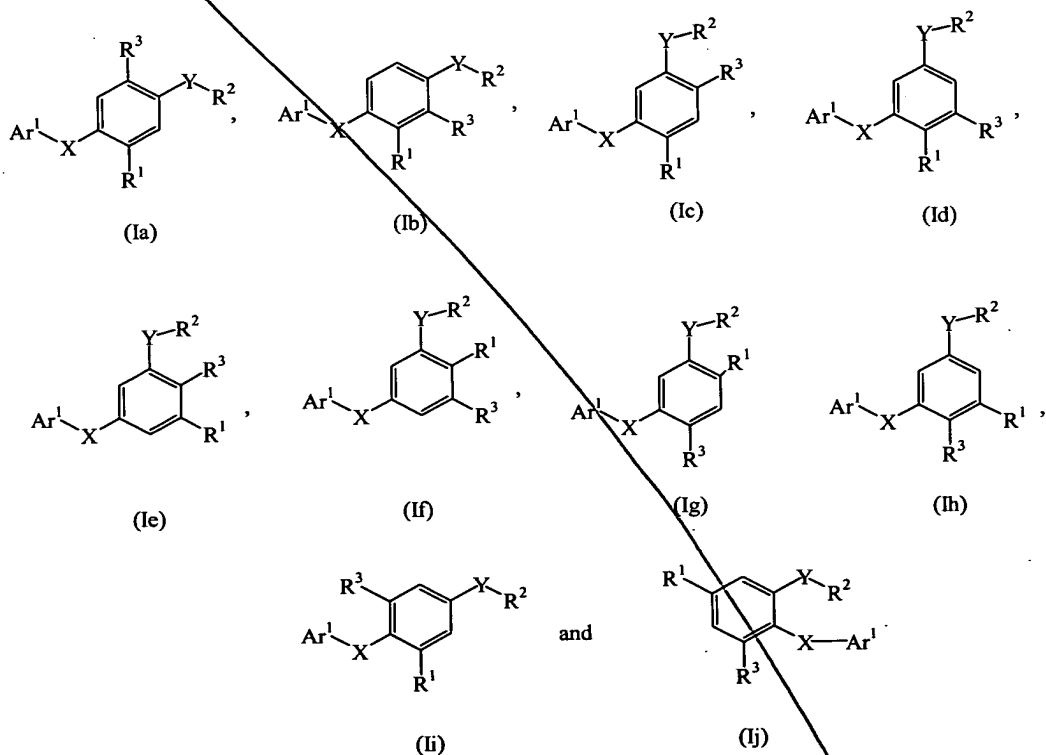
R^{15} and R^{16} are members independently selected from the group consisting of hydrogen, (C_1-C_8) alkyl, (C_2-C_8) heteroalkyl, aryl, and aryl (C_1-C_4) alkyl, or taken together with the nitrogen to which each is attached form a 5-, 6- or 7-membered ring;

R^{17} is a member selected from the group consisting of (C_1-C_8) alkyl, (C_2-C_8) heteroalkyl, aryl and aryl (C_1-C_4) alkyl;
 the subscript p is an integer of from 0 to 3; and
 the subscript q is an integer of from 1 to 2; and
 R^2 is a substituted or unsubstituted aryl; and
 R^3 is a member selected from the group consisting of halogen, cyano, nitro and (C_1-C_8) alkoxy.

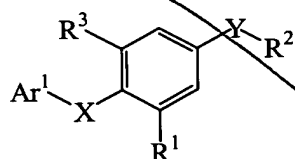
2. A compound of claim 1, wherein Ar^1 is a substituted or unsubstituted aryl selected from the group consisting of pyridyl, phenyl, naphthyl, isoquinolinyl, benzthiazolyl, benzoxazolyl and benzimidazolyl; with the proviso that when Ar^1 is substituted or unsubstituted benzthiazolyl, then X is $-S(O)_k-$; and R^2 is a substituted or unsubstituted aryl selected from the group consisting of phenyl, pyridyl, naphthyl and pyridazinyl.

3. A compound of claim 2, wherein Ar^1 is a substituted or unsubstituted phenyl group.

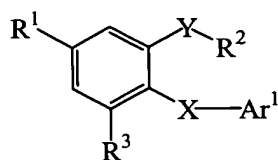
4. A compound of claim 3, represented by a formula selected from the group consisting of



5. A compound of claim 3, represented by a formula selected from the group consisting of



and



(Ii)

(Ij)

5. A compound of claim 5, wherein
X is a divalent linkage selected from the group consisting of $-CH_2-$, $-CH(CH_3)-$,
 $-O-$, $-C(O)-$, $-N(R^{11})-$ and $-S-$;

wherein

R^{11} is a member selected from the group consisting of hydrogen and $(C_1-C_8)alkyl$;

Y is a divalent linkage selected from the group consisting of $-N(R^{12})-S(O)_2-$,
wherein

R^{12} is a member selected from the group consisting of hydrogen and $(C_1-C_8)alkyl$;

R^1 is a member selected from the group consisting of hydrogen, halogen, $(C_1-C_8)alkyl$, $(C_2-C_8)heteroalkyl$, $(C_1-C_8)alkoxy$, $-C(O)R^{14}$, $-CO_2R^{14}$,
 $-C(O)NR^{15}R^{16}$, $-S(O)_p-R^{14}$, $-S(O)_q-NR^{15}R^{16}$, $-O-C(O)-R^{17}$, and $-N(R^{14})-C(O)-R^{17}$;

wherein

R^{14} is a member selected from the group consisting of hydrogen, $(C_1-C_8)alkyl$, $hetero(C_1-C_8)alkyl$, $aryl$ and $aryl(C_1-C_4)alkyl$;

R^{15} and R^{16} are members independently selected from the group consisting of hydrogen, $(C_1-C_8)alkyl$ and $(C_2-C_8)heteroalkyl$, or taken together with the nitrogen to which each is attached form a 5-, 6- or 7-membered ring;

R^{17} is a member selected from the group consisting of hydrogen, $(C_1-C_8)alkyl$ and $(C_2-C_8)heteroalkyl$;

the subscript p is an integer of from 0 to 2; and

the subscript q is 2; and

R^2 is a substituted or unsubstituted phenyl; and

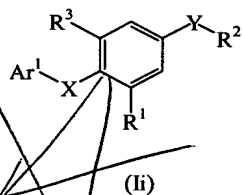
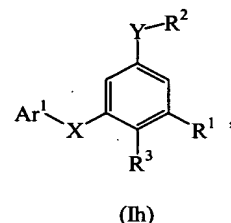
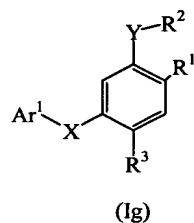
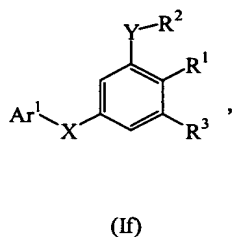
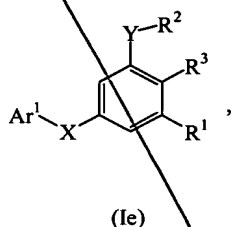
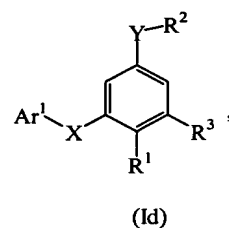
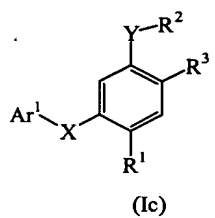
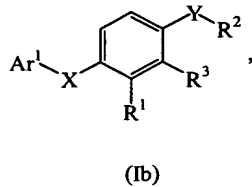
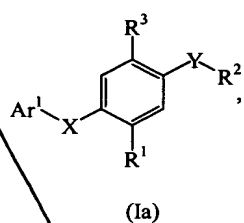
R^3 is a member selected from the group consisting of halogen and $(C_1-C_8)alkoxy$.

6 5
1 A compound of claim 6, wherein X is -O-, -NH- or -S-; Y is
2 -NH-SO₂-; R¹ is a member selected from the group consisting of halogen, (C₁-C₈)alkyl,
3 (C₂-C₈)heteroalkyl, (C₁-C₈)alkoxy, -C(O)R¹⁴, -CO₂R¹⁴, -C(O)NR¹⁵R¹⁶, -S(O)_p-R¹⁴ and
4 -S(O)_q-NR¹⁵R¹⁶; R² is a phenyl group having from 0 to 3 substituents selected from the
5 group consisting of halogen, -OCF₃, -OH, -O(C₁-C₈)alkyl, -C(O)-(C₁-C₈)alkyl, -CN, -
6 CF₃, (C₁-C₈)alkyl and -NH₂; and R³ is selected from the group consisting of halogen,
7 methoxy and trifluoromethoxy.

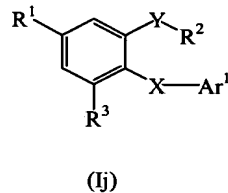
Sup A3
1 8. A compound of claim 7, wherein Ar¹ is a phenyl group having
2 from 1 to 3 substituents selected from the group consisting of halogen, -OCF₃, -OH, -
3 O(C₁-C₆)alkyl, -CF₃, (C₁-C₈)alkyl and -NO₂; R¹ is a member selected from the group
4 consisting of halogen, (C₁-C₈)alkyl, (C₂-C₈)heteroalkyl and (C₁-C₈)alkoxy; R² is a phenyl
5 group having from 0 to 3 substituents selected from the group consisting of halogen, -
6 OCF₃, -OH, -O(C₁-C₈)alkyl, -C(O)-(C₁-C₈)alkyl, -CN, -CF₃, (C₁-C₈)alkyl and -NH₂; and
7 R³ is selected from the group consisting of halogen, methoxy and trifluoromethoxy.

1 9. A compound of claim 2, wherein Ar¹ is a substituted or
2 unsubstituted pyridyl group.

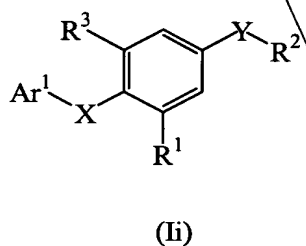
1 10. A compound of claim 9, represented by a formula selected from the
2 group consisting of



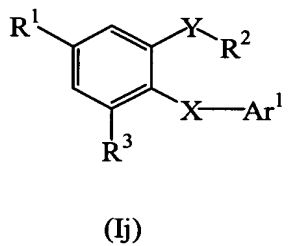
and



11. A compound of claim 10, represented by a formula selected from the group consisting of



and



12. A compound of claim 11, wherein
 X is a divalent linkage selected from the group consisting of $-\text{CH}_2-$, $-\text{CH}(\text{CH}_3)-$, $-\text{O}-$, $-\text{C}(\text{O})-$, $-\text{N}(\text{R}^{11})-$ and $-\text{S}-$;
 wherein
 R^{11} is a member selected from the group consisting of hydrogen and $(\text{C}_1-\text{C}_8)\text{alkyl}$;
 Y is a divalent linkage selected from the group consisting of $-\text{N}(\text{R}^{12})-\text{S}(\text{O})_2-$,
 wherein
 R^{12} is a member selected from the group consisting of hydrogen and $(\text{C}_1-\text{C}_8)\text{alkyl}$;
 R^1 is a member selected from the group consisting of hydrogen, halogen, $(\text{C}_1-\text{C}_8)\text{alkyl}$, $(\text{C}_2-\text{C}_8)\text{heteroalkyl}$, $(\text{C}_1-\text{C}_8)\text{alkoxy}$, $-\text{C}(\text{O})\text{R}^{14}$, $-\text{CO}_2\text{R}^{14}$,

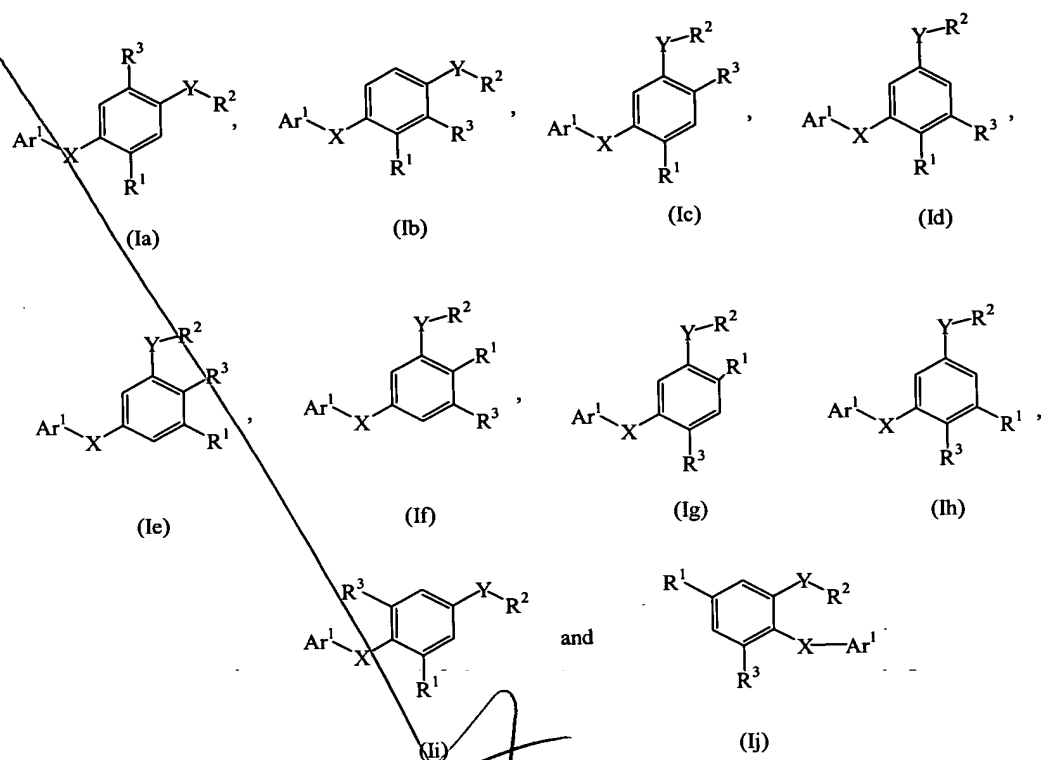
13 -C(O)NR¹⁵R¹⁶, -S(O)_p-R¹⁴, -S(O)_q-NR¹⁵R¹⁶, -O-C(O)-R¹⁷, and -N(R¹⁴)-
14 C(O)-R¹⁷;
15 wherein
16 R¹⁴ is a member selected from the group consisting of hydrogen, (C₁-
17 C₈)alkyl, hetero(C₁-C₈)alkyl, aryl and aryl(C₁-C₄)alkyl;
18 R¹⁵ and R¹⁶ are members independently selected from the group consisting
19 of hydrogen, (C₁-C₈)alkyl and (C₂-C₈)heteroalkyl, or taken together
20 with the nitrogen to which each is attached form a 5-, 6- or 7-
21 membered ring;
22 R¹⁷ is a member selected from the group consisting of hydrogen, (C₁-
23 C₈)alkyl and (C₂-C₈)heteroalkyl;
24 the subscript p is an integer of from 0 to 2; and
25 the subscript q is 2; and
26 R² is a substituted or unsubstituted phenyl; and
27 R³ is a member selected from the group consisting of halogen and (C₁-C₈)alkoxy.

1 13. A compound of claim 12, wherein X is -O-, -NH- or -S-; Y is
2 -NH-SO₂-; R¹ is a member selected from the group consisting of halogen, (C₁-C₈)alkyl,
3 (C₂-C₈)heteroalkyl, (C₁-C₈)alkoxy, -C(O)R¹⁴, -CO₂R¹⁴, -C(O)NR¹⁵R¹⁶, -S(O)_p-R¹⁴ and
4 -S(O)_q-NR¹⁵R¹⁶; R² is a phenyl group having from 0 to 3 substituents selected from the
5 group consisting of halogen, -OCF₃, -OH, -O(C₁-C₈)alkyl, -C(O)-(C₁-C₈)alkyl, -CN, -
6 CF₃, (C₁-C₈)alkyl and -NH₂; and R³ is selected from the group consisting of halogen,
7 methoxy and trifluoromethoxy.

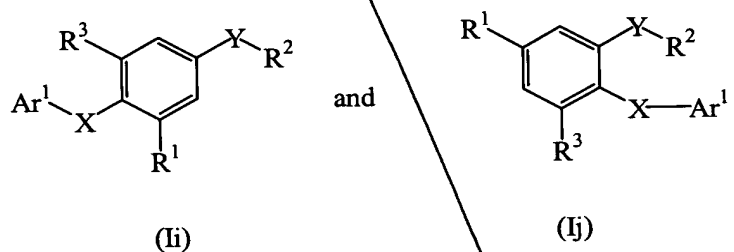
1 14. A compound of claim 13, wherein Ar¹ is a pyridyl group having
2 from 1 to 3 substituents selected from the group consisting of halogen, -OCF₃, -OH, -
3 O(C₁-C₆)alkyl, -CF₃, (C₁-C₈)alkyl and -NO₂; R¹ is a member selected from the group
4 consisting of halogen, (C₁-C₈)alkyl, (C₂-C₈)heteroalkyl and (C₁-C₈)alkoxy; R² is a phenyl
5 group having from 0 to 3 substituents selected from the group consisting of halogen, -
6 OCF₃, -OH, -O(C₁-C₈)alkyl, -C(O)-(C₁-C₈)alkyl, -CN, -CF₃, (C₁-C₈)alkyl and -NH₂; and
7 R³ is selected from the group consisting of halogen, methoxy and trifluoromethoxy.

1 15. A compound of claim 2, wherein Ar¹ is a substituted or
2 unsubstituted naphthyl group.

1 16. A compound of claim 15, represented by a formula selected from
2 the group consisting of



17. A compound of claim 16, represented by a formula selected from the group consisting of



18. A compound of claim 17, wherein

X is a divalent linkage selected from the group consisting of $-\text{CH}_2-$, $-\text{CH}(\text{CH}_3)-$, $-\text{O}-$, $-\text{C}(\text{O})-$, $-\text{N}(\text{R}^{11})-$ and $-\text{S}-$;

wherein

R^{11} is a member selected from the group consisting of hydrogen and $(\text{C}_1-\text{C}_8)\text{alkyl}$;

Y is a divalent linkage selected from the group consisting of $-\text{N}(\text{R}^{12})-\text{S}(\text{O})_2-$, wherein

R^{12} is a member selected from the group consisting of hydrogen and $(\text{C}_1-\text{C}_8)\text{alkyl}$;

R^1 is a member selected from the group consisting of hydrogen, halogen, $(\text{C}_1-$

C₈)alkyl, (C₂-C₈)heteroalkyl, (C₁-C₈)alkoxy, -C(O)R¹⁴, -CO₂R¹⁴,
-C(O)NR¹⁵R¹⁶, -S(O)_p-R¹⁴, -S(O)_q-NR¹⁵R¹⁶, -O-C(O)-R¹⁷, and -N(R¹⁴)-
C(O)-R¹⁷;

wherein

R¹⁴ is a member selected from the group consisting of hydrogen, (C₁-
C₈)alkyl, hetero(C₁-C₈)alkyl, aryl and aryl(C₁-C₄)alkyl;

R¹⁵ and R¹⁶ are members independently selected from the group consisting
of hydrogen, (C₁-C₈)alkyl and (C₂-C₈)heteroalkyl, or taken together
with the nitrogen to which each is attached form a 5-, 6- or 7-
membered ring;

R¹⁷ is a member selected from the group consisting of hydrogen, (C₁-
C₈)alkyl and (C₂-C₈)heteroalkyl;

the subscript p is an integer of from 0 to 2; and

the subscript q is 2; and

R² is a substituted or unsubstituted phenyl; and

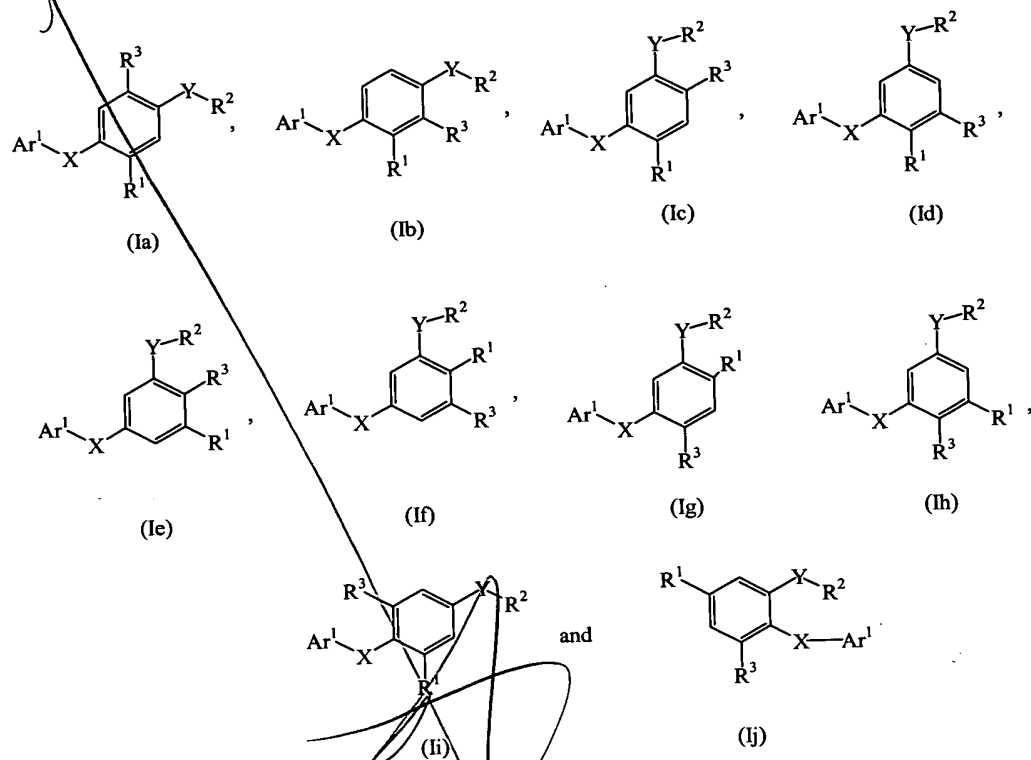
R³ is a member selected from the group consisting of halogen and (C₁-C₈)alkoxy.

19. A compound of claim 18, wherein X is -O-, -NH- or -S-; Y is
-NH-SO₂-; R¹ is a member selected from the group consisting of halogen, (C₁-C₈)alkyl,
(C₂-C₈)heteroalkyl, (C₁-C₈)alkoxy, -C(O)R¹⁴, -CO₂R¹⁴, -C(O)NR¹⁵R¹⁶, -S(O)_p-R¹⁴ and
-S(O)_q-NR¹⁵R¹⁶; R² is a phenyl group having from 0 to 3 substituents selected from the
group consisting of halogen, -OCF₃, -OH, -O(C₁-C₈)alkyl, -C(O)-(C₁-C₈)alkyl, -CN, -
CF₃, (C₁-C₈)alkyl and -NH₂; and R³ is selected from the group consisting of halogen,
methoxy and trifluoromethoxy.

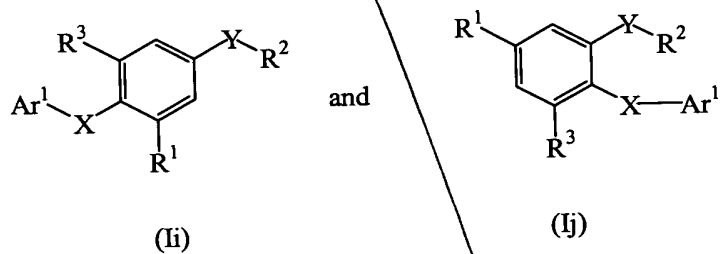
20. A compound of claim 19, wherein Ar¹ is a naphthyl group having
from 1 to 3 substituents selected from the group consisting of halogen, -OCF₃, -OH, -
O(C₁-C₆)alkyl, -CF₃, (C₁-C₈)alkyl and -NO₂; R¹ is a member selected from the group
consisting of halogen, (C₁-C₈)alkyl, (C₂-C₈)heteroalkyl and (C₁-C₈)alkoxy; R² is a phenyl
group having from 0 to 3 substituents selected from the group consisting of halogen, -
OCF₃, -OH, -O(C₁-C₈)alkyl, -C(O)-(C₁-C₈)alkyl, -CN, -CF₃, (C₁-C₈)alkyl and -NH₂; and
R³ is selected from the group consisting of halogen, methoxy and trifluoromethoxy.

21. A compound of claim 2, wherein Ar¹ is a substituted or
unsubstituted isoquinolinyl group.

1 22. A compound of claim 21, represented by a formula selected from
 2 the group consisting of



3 23. A compound of claim 22, represented by a formula selected from
 1 the group consisting of
 2



3 24. A compound of claim 23, wherein
 1 X is a divalent linkage selected from the group consisting of $-\text{CH}_2-$, $-\text{CH}(\text{CH}_3)-$,
 2 $-\text{O}-$, $-\text{C}(\text{O})-$, $-\text{N}(\text{R}^{11})-$ and $-\text{S}-$;
 3 wherein
 4 R^{11} is a member selected from the group consisting of hydrogen and $(\text{C}_1-$
 5 $\text{C}_8)$ alkyl;
 6 Y is a divalent linkage selected from the group consisting of $-\text{N}(\text{R}^{12})-\text{S}(\text{O})_2-$,
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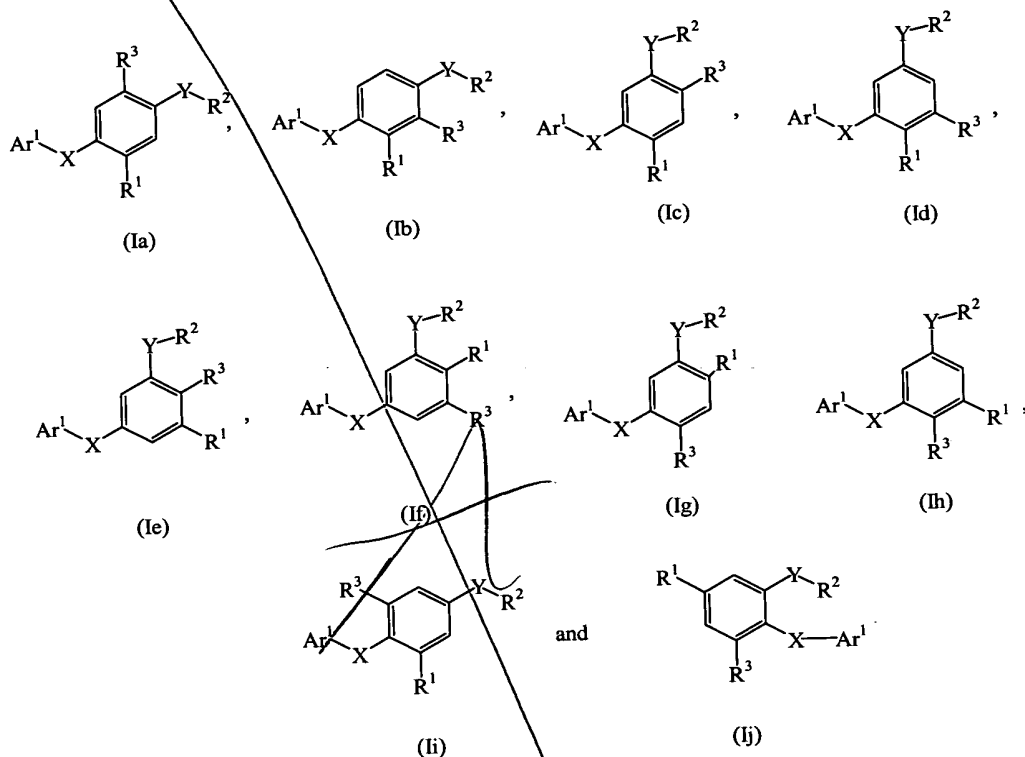
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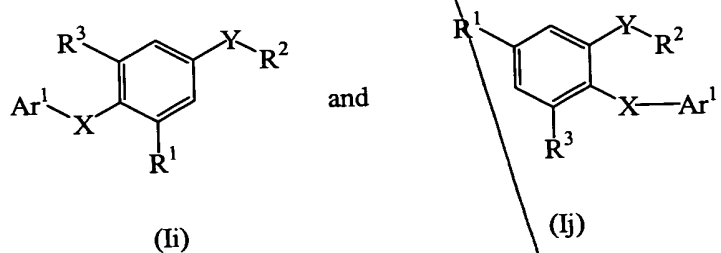
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27. A compound of claim 2, wherein Ar¹ is a substituted or unsubstituted benzoxazolyl group.

28. A compound of claim 27, represented by a formula selected from the group consisting of



29. A compound of claim 28, represented by a formula selected from the group consisting of



30. A compound of claim 29, wherein X is a divalent linkage selected from the group consisting of -CH₂-, -CH(CH₃)-, -O-, -C(O)-, -N(R¹¹)- and -S-; wherein

R¹¹ is a member selected from the group consisting of hydrogen and (C₁-C₈)alkyl;

Y is a divalent linkage selected from the group consisting of $-N(R^{12})-S(O)_2-$,
wherein

R^{12} is a member selected from the group consisting of hydrogen and (C₁-C₈)alkyl;

R¹ is a member selected from the group consisting of hydrogen, halogen, (C₁-C₈)alkyl, (C₂-C₈)heteroalkyl, (C₁-C₈)alkoxy, -C(O)R¹⁴, -CO₂R¹⁴, -C(O)NR¹⁵R¹⁶, -S(O)_p-R¹⁴, -S(O)_q-NR¹⁵R¹⁶, -O-C(O)-R¹⁷, and -N(R¹⁴)-C(O)-R¹⁷;

wherein

R¹⁴ is a member selected from the group consisting of hydrogen, (C₁-C₈)alkyl, hetero(C₁-C₈)alkyl, aryl and aryl(C₁-C₄)alkyl;

R¹⁵ and R¹⁶ are members independently selected from the group consisting of hydrogen, (C₁-C₈)alkyl and (C₂-C₈)heteroalkyl, or taken together with the nitrogen to which each is attached form a 5-, 6- or 7-membered ring;

~~R¹⁷ is a member selected from the group consisting of hydrogen, (C₁-C₈)alkyl and (C₂-C₈)heteroalkyl;~~

the subscript p is an integer of from 0 to 2; and

the subscript q is 2; and

R² is a substituted or unsubstituted phenyl; and

R³ is a member selected from the group consisting of halogen and (C₁-C₈)alkoxy.

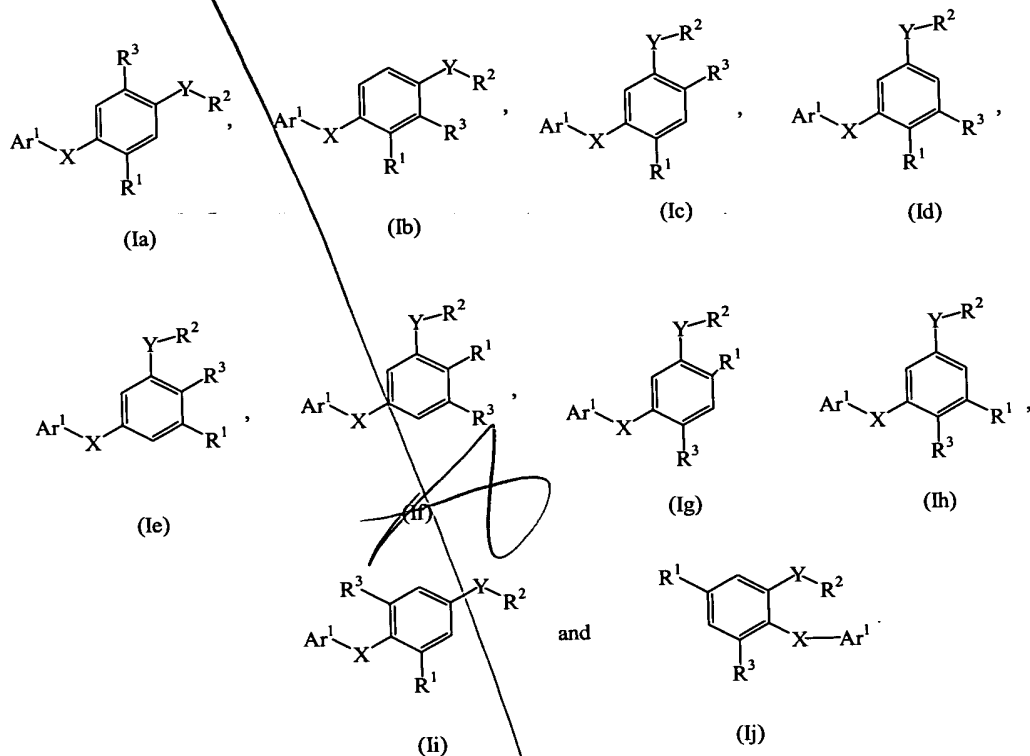
31. A compound of claim 30, wherein X is -O-, -NH- or -S-; Y is -NH-SO₂-; R¹ is a member selected from the group consisting of halogen, (C₁-C₈)alkyl, (C₂-C₈)heteroalkyl, (C₁-C₈)alkoxy, -C(O)R¹⁴, -CO₂R¹⁴, -C(O)NR¹⁵R¹⁶, -S(O)_p-R¹⁴ and -S(O)_q-NR¹⁵R¹⁶; R² is a phenyl group having from 0 to 3 substituents selected from the group consisting of halogen, -OCF₃, -OH, -O(C₁-C₈)alkyl, -C(O)-(C₁-C₈)alkyl, -CN, -CF₃, (C₁-C₈)alkyl and -NH₂; and R³ is selected from the group consisting of halogen, methoxy and trifluoromethoxy.

32. A compound of claim 31, wherein Ar¹ is a benzoxazolyl group having from 1 to 3 substituents selected from the group consisting of halogen, -OCF₃, -OH, -O(C₁-C₆)alkyl, -CF₃, (C₁-C₈)alkyl and -NO₂; R¹ is a member selected from the group consisting of halogen, (C₁-C₈)alkyl, (C₂-C₈)heteroalkyl and (C₁-C₈)alkoxy; R² is a phenyl group having from 0 to 3 substituents selected from the group consisting of

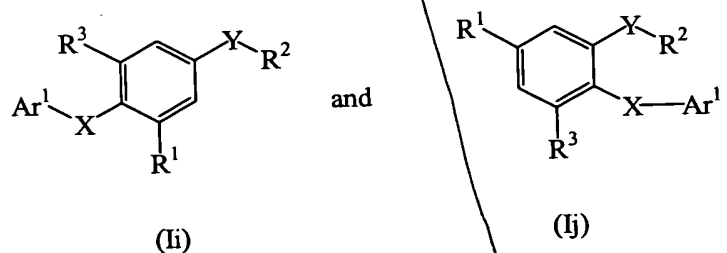
6 halogen, $-\text{OCF}_3$, $-\text{OH}$, $-\text{O}(\text{C}_1\text{-C}_8)\text{alkyl}$, $-\text{C}(\text{O})-(\text{C}_1\text{-C}_8)\text{alkyl}$, $-\text{CN}$, $-\text{CF}_3$, $(\text{C}_1\text{-C}_8)\text{alkyl}$ and -
 7 NH_2 ; and R^3 is selected from the group consisting of halogen, methoxy and
 8 trifluoromethoxy.

1 33. A compound of claim 2, wherein Ar^1 is a substituted or
 2 unsubstituted benzimidazolyl group.

1 34. A compound of claim 33, represented by a formula selected from
 2 the group consisting of



3 35. A compound of claim 34, represented by a formula selected from
 1 the group consisting of
 2



1 36. A compound of claim 35, wherein

X is a divalent linkage selected from the group consisting of $-\text{CH}_2-$, $-\text{CH}(\text{CH}_3)-$, $-\text{O}-$, $-\text{C}(\text{O})-$, $-\text{N}(\text{R}^{11})-$ and $-\text{S}-$;

wherein

R¹¹ is a member selected from the group consisting of hydrogen and (C₁-C₈)alkyl;

Y is a divalent linkage selected from the group consisting of -N(R¹²)-S(O)₂-,
wherein

R¹² is a member selected from the group consisting of hydrogen and (C₁-C₈)alkyl;

R¹ is a member selected from the group consisting of hydrogen, halogen, (C₁-C₈)alkyl, (C₂-C₈)heteroalkyl, (C₁-C₈)alkoxy, -C(O)R¹⁴, -CO₂R¹⁴, -C(O)NR¹⁵R¹⁶, -S(O)_p-R¹⁴, -S(O)_q-NR¹⁵R¹⁶, -O-C(O)-R¹⁷, and -N(R¹⁴)-C(O)-R¹⁷;

wherein

R¹⁴ is a member selected from the group consisting of hydrogen, (C₁-C₈)alkyl, hetero(C₁-C₈)alkyl, aryl and aryl(C₁-C₄)alkyl;

R¹⁵ and R¹⁶ are members independently selected from the group consisting of hydrogen, (C₁-C₈)alkyl and (C₂-C₈)heteroalkyl, or taken together with the nitrogen to which each is attached form a 5-, 6- or 7-membered ring;

R¹⁷ is a member selected from the group consisting of hydrogen, (C₁-C₈)alkyl and (C₂-C₈)heteroalkyl;

the subscript p is an integer of from 0 to 2; and

the subscript q is 2; and

R² is a substituted or unsubstituted phenyl; and

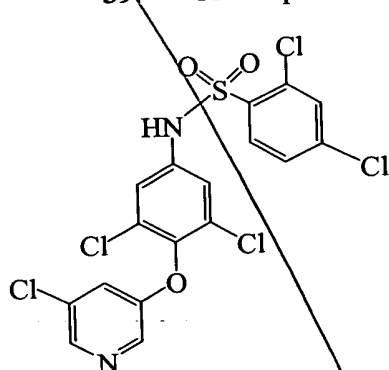
R³ is a member selected from the group consisting of halogen and (C₁-C₈)alkoxy.

37. A compound of claim 36, wherein X is -O-, -NH- or -S-; Y is -NH-SO₂-; R¹ is a member selected from the group consisting of halogen, (C₁-C₈)alkyl, (C₂-C₈)heteroalkyl, (C₁-C₈)alkoxy, -C(O)R¹⁴, -CO₂R¹⁴, -C(O)NR¹⁵R¹⁶, -S(O)_p-R¹⁴ and -S(O)_q-NR¹⁵R¹⁶; R² is a phenyl group having from 0 to 3 substituents selected from the group consisting of halogen, -OCF₃, -OH, -O(C₁-C₈)alkyl, -C(O)-(C₁-C₈)alkyl, -CN, -CF₃, (C₁-C₈)alkyl and -NH₂; and R³ is selected from the group consisting of halogen, methoxy and trifluoromethoxy.

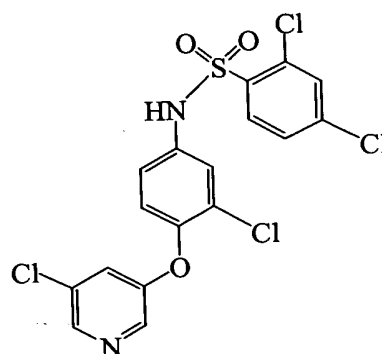
38. A compound of claim 37, wherein Ar¹ is a benzimidazolyl group having from 1 to 3 substituents selected from the group consisting of halogen, -OCF₃, -OH, -O(C₁-C₆)alkyl, -CF₃, (C₁-C₈)alkyl and -NO₂; R¹ is a member selected from the

4 group consisting of halogen, (C₁-C₈)alkyl, (C₂-C₈)heteroalkyl and (C₁-C₈)alkoxy; R² is a
 5 phenyl group having from 0 to 3 substituents selected from the group consisting of
 6 halogen, -OCF₃, -OH, -O(C₁-C₈)alkyl, -C(O)-(C₁-C₈)alkyl, -CN, -CF₃, (C₁-C₈)alkyl and -
 7 NH₂; and R³ is selected from the group consisting of halogen, methoxy and
 8 trifluoromethoxy.

1 39. A compound of claim 1, selected from the group consisting of



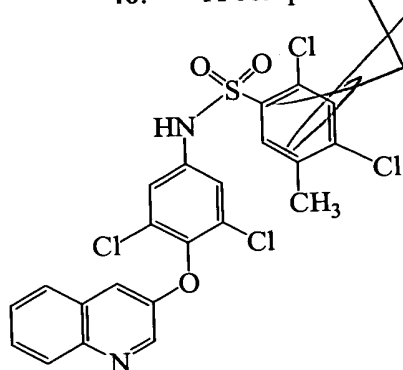
and



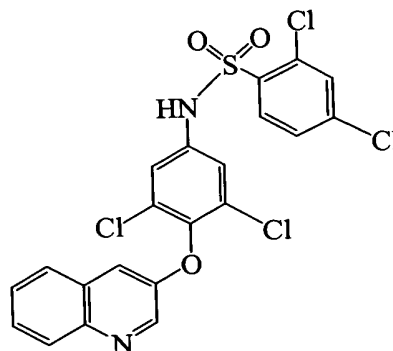
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40. A compound of claim 1, selected from the group consisting of



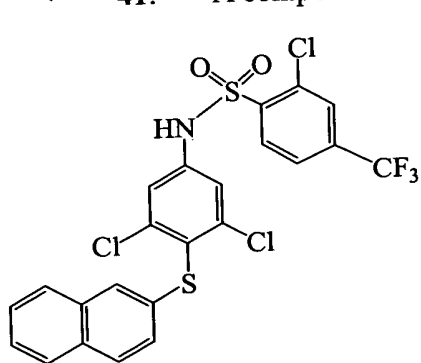
and



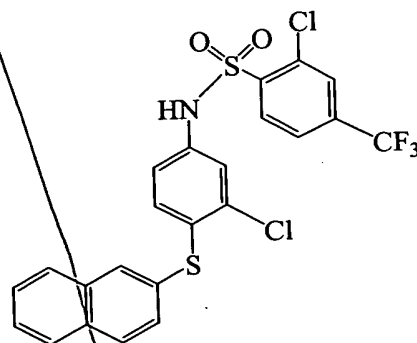
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41. A compound of claim 1, selected from the group consisting of



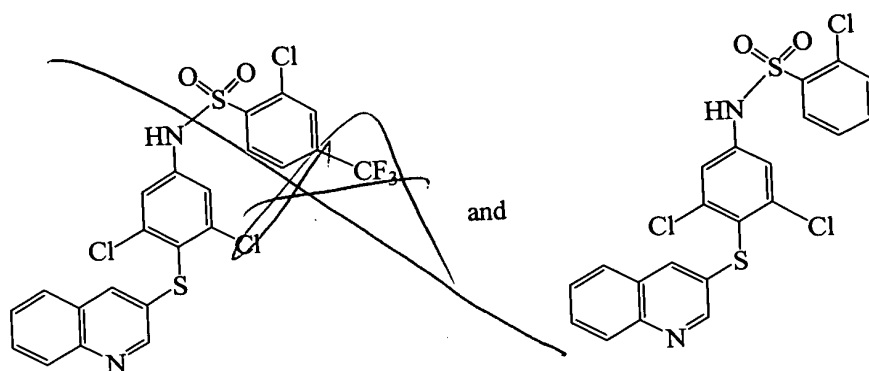
and



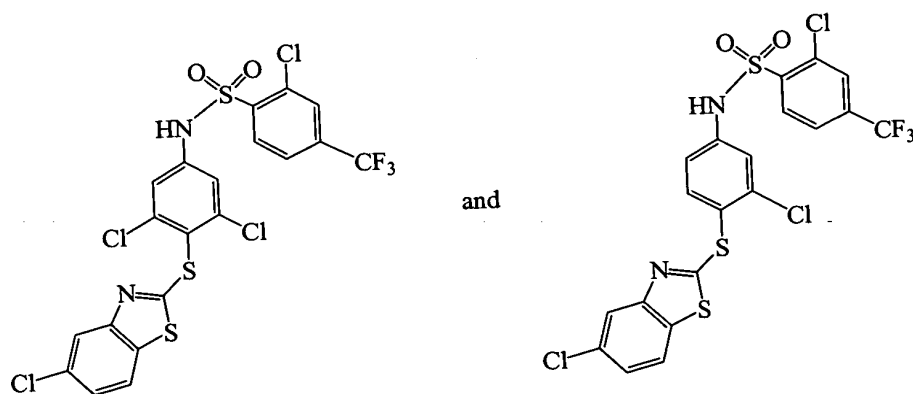
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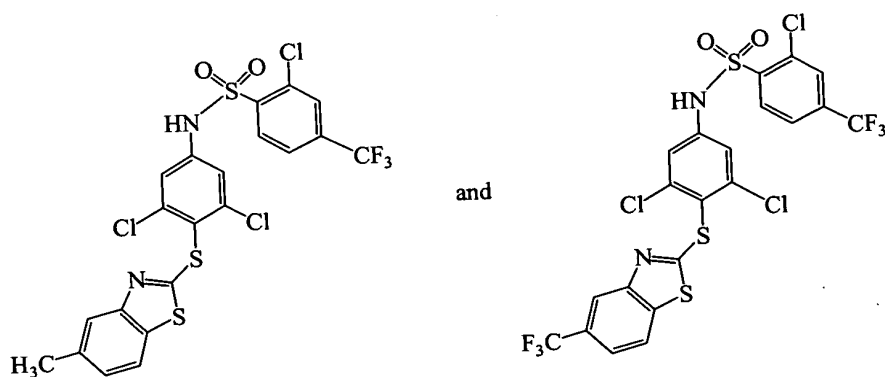
42. A compound of claim 1, selected from the group consisting of:



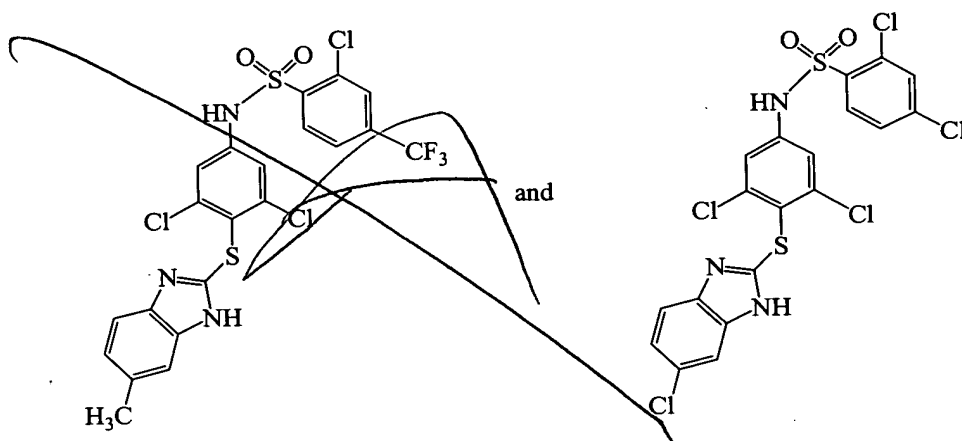
43. A compound of claim 1, selected from the group consisting of:



44. A compound of claim 1, selected from the group consisting of:



45. A compound of claim 1, selected from the group consisting of:



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2
46. A composition comprising a pharmaceutically acceptable excipient and a compound of any of claims 1-45.

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47. A method for modulating conditions associated with metabolic or inflammatory disorders in a host, said method comprising administering to said host an efficacious amount of a compound of any of claims 1-45.

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48. A method in accordance with claim 47, wherein said host is a mammal selected from the group consisting of humans, dogs, monkeys, mice, rats, horses and cats.

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2
49. A method in accordance with claim 47, wherein said administering is oral.

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2
50. A method in accordance with claim 47, wherein said administering is topical.

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51. A method in accordance with claim 47, wherein said administering is prophylactic to prevent the onset of a PPAR γ -mediated condition.

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52. A method in accordance with claim 47, wherein said disorders are selected from the group consisting of NIDDM, obesity, hypercholesterolemia and other lipid-mediated diseases, and inflammatory conditions.

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2
53. A method in accordance with claim 47, wherein said administering is parenteral.

add
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[illegible]